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the X-MEN

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THE X-MEN ON TRIAL FOR TREASON AGAINST HOMO SUPERIOR!

AT LAST! OUR MERRY MUTANTS COME FACE-TO-FACE WITH THE MACABRE MASTER OF... FACTOR THREE!

EXTRA: DON'T MISS THE SURPRISE APPEARANCE OF SOME OF THE X-MEN'S MIGHTIEST FOES!!... IN: "WE, THE JURY!"

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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!™

"WE, THE JURY..."

TIME: THE PRESENT!
PLACE: A HOLLOWED-OUT MOUNTAIN FORTRESS IN THE VERY HEART OF EUROPE!
OCCASION: A DRAMATIC, YET SINISTER RE-ENACTMENT OF THE UNCANNY X-MEN'S FIRST CLASH WITH THE AWESOME JUGGERNAUT!

THE JUGGERNAUT WAS THE ULTIMATE PERSONIFICATION OF *POWER*--A HUMAN FIGHTING-MACHINE WHO COULD HAVE DEMOLISHED A *TANK!*

STAN LEE PRESENTS A ROY THOMAS-ROSS ANDRU APEX OF ATOMIC-AGE ACCOMPLISHMENT!

DELINEATED BY: DON HECK!
LETTERED BY: ARTIE SIMEK!
JURY-STACKING BY: HONEST IRV!

YET, THE ACCURSED X-MEN MANAGED TO *DEFEAT* HIM--NOT MERELY ONCE, BUT *TWICE!* FACTOR THREE MUST KNOW *WHY*--AND *HOW!!*

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A FEW MINUTES LATER...

I HAVE SEEN ENOUGH!

THESE SCENES HAVE SHOWN ALL WE NEED-- TO ASSURE US OF VICTORY OVER THOSE INFERNAL TEENAGERS!

HOW FORTUNATE THAT WE WERE ABLE TO EXTRACT THEM FROM THE MEMORY OF OUR CAPTIVE, PROFESSOR X!

BUT, TIME GROWS SHORT--AND, EVEN NOW, THE X-MEN APPROACH!

MAGNO-DISK ONE--REPORT! ARE YOU READY TO ATTACK?

YES, NUMBER TWO! WE SHALL REACH THE IMPACT AREA WITHIN MOMENTS!

MEANWHILE, A FEW MILES DISTANT--AND DRAWING EVER NEARER TO THE CRYPTICALLY-REFERRED-TO IMPACT POINT...

EVEN THE BLASÉ BEAST IS MOVED BY THE SIGHT OF ALL THOSE TOWERING PEAKS BELOW!

ARE YOU SURE WE'LL BE ABLE TO FIND FACTOR THREE AMONG THEM, JEANIE?

WE CAN'T BE CERTAIN, HANK--BUT, CEREBRO GAVE SUCH AN EXACT READING THAT--

QUIET, BOTH OF YOU! HERE COMES THE STEWARDESS!

HELLO--I HOPE YOU'RE ENJOYING FLYING OUR FRIENDLY SKIES!

MAY I ASK WHAT WAS THE FACTOR THREE YOU MENTIONED JUST NOW?

WELL, UH, NOTHING, FAIR DAMSEL--JUST A NEW INGREDIENT FOR LIQUID DETERGENTS! I TRUST YOU'VE HEARD OF IT?!

WELL, NO! I'M TOO BUSY TO WATCH TV...

GOOD OL' HANK! HE REALLY THINKS ON HIS FEET!

AS A MATTER OF UNASSAILABLE FACT, I AM MYSELF!

BUT THEN, SO COULD I, IF I HAD TOOTSIES LIKE HIS!

AND, AFTER THE STEWARDESS HAS LEFT...

WE'LL BE AT THE AIRPORT BEFORE LONG--AND WILL I BE GLAD!

IT'S SO HARD TO KEEP ACTING CHEERFUL --LIKE SOME VACATIONING COLLEGE STUDENTS--WHEN WE KNOW THAT BOTH THE PROFESSOR AND THE WORLD ARE IN DANGER--!

WE MUST, JEAN-- NO MATTER WHAT OUR PERSONAL MISGIVINGS!

BE GRATEFUL FOR SMALL FAVORS! AT LEAST WE HAD A PEACEFUL TRIP!

THEN, THAT SELFSAME INSTANT...

OOOOHH--SCOTT!! THE PLANE--IT SUDDENLY DIPPED!

CAN SOMETHING BE WRONG WITH THE ENGINES?

NO, JEAN--WE WERE JUST CAUGHT IN A MOMENTARY DOWNDRAFT! THERE'S NOTHING TO WORRY ABOU--

BUT, SUDDENLY...

KRAGGH

:UNNHHH!: SOME SORT OF *EXPLOSION*-- JUST OUTSIDE THE *PLANE!*

SOMEONE'S TURNING THE SKY INTO A *SHOOTING GALLERY*-- AND WE'RE THE *TARGETS!*

THE FOLLOWING MOMENT, AS ALL EYES STARE IN DISBELIEF OUT THE WINDOWS, THEY BEHOLD--

IT'S SOME SOME SORT OF *EGG-SHAPED CRAFT*--MOVING AT *FANTASTIC SPEED!*

THAT'S NO CONVENTIONAL PLANE! IT CAN ONLY BELONG TO--*FACTOR THREE!*

THEY MEAN TO *DESTROY* THE PLANE--AND THAT *DOWN-DRAFT* SAVED OUR *LIVES!*

SCOTT--THAT MEANS THEY MUST KNOW WE'RE *HERE*--THAT WE MEAN TO *STOP* WHATEVER IT IS THEY'RE PLOTTING!

BUT, HOW *COULD* THEY HAVE KNOWN?

THAT'S NOT IMPORTANT *NOW*, JEAN! THE POINT IS--WHAT CAN WE DO *AGAINST* A SHIP THAT FLIES CIRCLES AROUND US?

LOOK! IT'S HOVERING ABOVE US-- AS IF READY-ING ITSELF FOR THE *KILL!*

AND, UNFORTUNATELY FOR THE FORTUNES OF THE STUNNED X-MEN, SCOTT SUMMERS HAS GUESSED *CORRECTLY...*

OUR FIRST RAY-BLAST *MISSED*-- BECAUSE OF AN ACCURSED PIECE OF *LUCK!*

BUT, OUR FOES SHALL NOT BE SO LUCKY *AGAIN!* THIS TIME-- WE WILL *RAM* THE PLANE WITH OUR OWN *MAGNO-DISK!*

WE CAN SURVIVE SUCH A VIOLENT COLLISION--BUT, THE X-MEN *CANNOT!*

WHILE, INSIDE THE SEEMINGLY DOOMED JET, FOLLOWING SCOTT'S *COMMANDS...*

OKAY, GROUP--IT'S *DIVING TIME* FOR ALL MERRY MUTANTS! *MOVE IT!*

QUIET, BOBBY-- WE'VE STILL GOT *SECRET IDENTITIES* TO PROTECT!

NO SWEAT, WARREN! EVERYBODY'S FAR TOO SCARED TO *TALK*--LET ALONE PAY ATTENTION TO *FIVE TEENAGERS!*

HELP ME OPEN THE *DOOR*, HANK-- AND *FAST!!*

THEN, AFTER HANK P. McCOY HAS USED HIS OFT-NEGLECTED *STRENGTH* TO FULL ADVANTAGE...

YOU DID *YOUR* PART! NOW-- *GERONIMO!!*

HANK--GRAB MY *WAIST*, LIKE I DID *WARREN'S!*

FAR BE IT FROM THE BELEAGUERED *BEAST* TO ARGUE WITH SUCH SAGACIOUS SENTIMENTS, LAD!

ZZAT!

WE WERE *RIGHT!* THE *UFO* IS INTERESTED ONLY IN THE *X-MEN!*

NOW THAT WE'VE DIVED OUT, IT'S STOPPED FIRING AT THE *PLANE*--AND IS ZEROING IN ON *US!*

AND, IT'S BOUND TO *HIT* US-- WITH ITS VERY NEXT *SHOT!*

OUR ONLY HOPE--IS *OPTIC BLASTS!*

A MERE MICROSECOND LATER, TO THE AMAZEMENT OF EVEN THE ONE CALLED *CYCLOPS-II*

RA-K-K-K-K

HE *DID* IT! HIS FORCE-BEAMS MUST HAVE HIT THE SHIP'S *POWER PLANT*-- AND IT *EXPLODED!!*

THOSE *FACTOR THREE* FINKS WERE SO CONFIDENT OF THEIR FLYING EGG'S *SPEED*-- THAT THEY NEGLECTED TO GIVE IT SUFFICIENT *ARMOR!*

I DIDN'T MEAN TO *DESTROY* THE SHIP--ONLY TO *DAMAGE* IT!

BUT, THEY WERE WILLING TO MURDER DOZENS OF INNOCENT *PASSENGERS* JUST TO GET AT *US*--

SO, NO USE WASTING TOO MUCH *PITY* ON THEM!

THEN, EVEN AS THE PLUMMETING CRAFT SPIRALS OUT OF *SIGHT*...

SO MUCH FOR *THAT* THREAT! BUT, WE'RE STILL IN *FREE FALL!*

AND, WHAT ABOUT *JEAN* AND *BOBBY?* THEY WERE RIGHT *BEHIND* US...!

NOW, JUST TO PROVE WE HAVEN'T *FORGOTTEN* THE REMAINING PAIR OF X-MEN...

MY *TELEKINETIC POWERS* ARE SLOWING DOWN OUR DESCENT--BUT *NOT ENOUGH!*

OUR ONLY HOPE IS THE *ANGEL* --IF HE CAN FREE HIS *WINGS* IN TIME!

MEANWHILE, THE MUTANTS' DEPUTY LEADER IS TAKING *ACTION* TO THAT EFFECT...

IT'D BE HARD FOR WARREN TO GET OFF HIS *JACKET*-- WHILE I'M HOLDING HIM AROUND THE *WAIST!*

SO, MY BEST BET IS TO RIP IT--AND HIS *SHIRT*-- RIGHT OFF HIS *BACK!*

JUST A LITTLE *MORE*, SCOTT--SO I CAN REACH THE *HARNESS* WHICH HOLDS IN MY WINGS!

BUT, JUST THEN...

MY *GLASSES*-- *NO!!* THEY'VE BEEN *BLOWN OFF!!*

GOT TO GET THEM *BACK--!*

AND, AS THE OTHERS LOOK HELPLESSLY ON--

NO USE! IN REACHING FOR THEM--I LET GO OF *WARREN!*

BUT, NO MATTER *WHAT*-- I MUST KEEP MY *EYES* COVERED--AND *SHUT!*

CAN'T TAKE A CHANCE ON A WILD *OPTIC BLAST* STRIKING ONE OF THE *OTHERS!*

SCOTT--THAT *PINNACLE* JUST BELOW! YOU'LL *HIT* IT--!

IT'S *NO USE!* HE CAN'T *HEAR* ME--AND MY TELEKINESIS IS TOO *STRAINED* TO REACH THAT FAR!

NOTHING CAN SAVE HIM NOW-- *NOTHING!!*

BUT, AT PRECISELY THAT SAME *INSTANT*...

GOT TO HELP *SCOTTY--!*

--AS SOON AS I GRAB THE *SUITCASE* WARREN'S TOSSING!

HERE, HANK-- *CATCH!*

MUST FREE MY *WINGS*-- SO I CAN TRY TO RESCUE *ALL* OF THEM!

GOT THE SUITCASE! NOW, A COUPLE OF NIMBLE *BACK-FLIPS*...

...AND I'LL TRY TO KNOCK SCOTT AWAY FROM THAT *PINNACLE!*

MUST GIVE THE *ANGEL* TIME TO UNSTRAP HIS *WINGS!*

-:*UNNHHH!*:- IT'S NO USE! I COULDN'T GET UP ENOUGH *MOMENTUM* TO DO MORE THAN *REACH* HIM!

NOW--WE'LL *BOTH* BE DASHED TO BITS-- UNLESS--

WHAT'S *HAPPENING--?*

SCOTT--OPEN YOUR EYES--*QUICK!!*

DIRECTLY BELOW US-- A JUTTING *ROCK--!*

HOLY HANNAH! WILL EVEN MY *EYE-BEAMS* WORK--*IN TIME--?*

SLASK!

YOU *DID* IT, SON!

BUT, WE'RE ONLY MOMENTS FROM *IMPACT!**

ONLY A *MIRACLE* CAN SAVE US NOW!

KRAKK!

*NEED WE STRESS AT THIS POINT THAT THE *HUMAN MIND* IS CAPABLE OF THINKING AT *AMAZING SPEED*--SO THAT ALL THE PRECEDING EVENTS HAVE OCCURRED WITHIN A FEW *SECONDS* OF EACH OTHER? --*SOLICITOUS STAN.*

AND, JUST THEN--THE *MIRACLE!!*

IT *WORKED!* I MANAGED TO FLEX MY WINGS HARD ENOUGH TO *SNAP THRU* THE STRAPS!

FLAP!

I CAN *FLY* AGAIN!!

IT'S A GOOD THING WE ALL BAILED OUT *TOGETHER*--SO I'M CLOSE ENOUGH TO *REACH* YOU!

WARREN--IS THAT *YOU?*

BELIEVE IT, MISTER!

BUT, WHAT ABOUT *JEAN* AND *BOBBY?*

AND, IN *ANSWER* TO THAT QUESTION--A SHORT DISTANCE *AWAY...*

BOBBY--*LOOK!* THE OTHERS ARE *SAFE*--AND HEADING OUR *WAY!*

WHEN WE LINK UP WITH THE *ANGEL*--OUR TROUBLES ARE *OVER!*

ARE THEY? I ONLY WISH THEY *WERE*--!

SECONDS LATER, THE LOVELY TEENAGER'S FEARS ARE *REALIZED*, AS...

WE'RE STILL *FALLING* TOO FAST! YOU'VE GOT TO *DROP* ME, WARREN--TO LIGHTEN YOUR *LOAD!*

NEGATIVE, LEADER-MAN! WE SINK OR SWIM--*AS A TEAM!*

JEANIE--CAN'T YOU USE YOUR *TELEKINETIC POWERS* TO SLOW US DOWN MORE?

I--*CAN'T!* THEY'RE ALMOST *EXHAUSTED!*

BUT, IF WE HIT AT THIS SPEED--WE'LL ALL BE *KILLED!*

THEN--IT LOOKS LIKE IT'S UP TO THE *ICEMAN!*

HUH? HOW CAN YOUR *ICE POWER* HELP US?

NO TIME FOR *TALK*--JUST *WATCH!*

MY IDEA'S *GOT* TO WORK! FOR *US*--AND FOR THE *WORLD!!*

THEN, WITH A FANTASTIC DISPLAY OF HIS *QUICK-FREEZING ABILITIES...*

BOBBY'S FASHIONED A *SLIDING-BOARD* OF ICE--TO EASE OUR DESCENT ONTO THAT *MOUNTAIN* BELOW!

I'VE GOT TO HOLD ON TO *SCOTT!* HE'S *HELPLESS* WITH HIS EYES COVERED THAT WAY!

THIS IS THE BEST I CAN *DO*, CREW! BRACE YOURSELF FOR A *HARD LANDING*--*NOW!!*

THAT WAS A GREAT *IDEA* YOU HAD THERE, BOBBY!

IF IT WEREN'T FOR THE *DANGER* WE'RE IN, THIS WOULD BE *FUN!*

BUT, UNFORTUNATELY, THAT DANGER DOES *EXIST!*

-OOOMMFF!- DID YOU HAVE TO END YOUR ICE-SLIDE SO *ABRUPTLY,* LAD!

SORRY, PAL O' MINE --BUT I'VE GOTTA CONSERVE MY *STRENGTH,* Y'KNOW!

GOOD THINKING, ICEMAN! AS SOON AS YOU LAND, GET INTO YOUR *UNIFORMS*--ALL OF YOU!

GOOD OL' *SCOTTY!*

WHAT *OTHER* DEPUTY LEADER COULD BARK OUT ORDERS EVEN WHILE HE'S TOPPLING THRU THE *AIR?*

MINUTES LATER...

I JUST HOPE WE CAN STILL *FIND* FACTOR THREE WITHOUT *CEREBRO* TO HELP US!

WE'LL FIND THEM, BOBBY! WE'VE *GOT* TO!

LISTEN! DO MY BEASTLIKE SENSES DETECT SOME SINISTER *HUMMING* NEARBY?

HUMMING?

MMMMMM

HEADS UP, GROUP IT LOOKS LIKE OUR SEARCHING DAYS ARE *OVER!*

WE WON'T *HAVE* TO FIND FACTOR THREE! IT LOOKS LIKE *THEY* JUST LOCATED *US!*

THOOM

IT'S SOME SORT OF *SPIDER-SHAPED ROBOT*--LIKE THE ONE *SPIDER-MAN* SAID HE FOUGHT!*

*AND HE *DID*--IN *X-MEN #35!* --SUBSTANTIATING STAN.

THEN, BEFORE THE LETHAL ROBOT CAN FIRE A *SECOND* TIME, IT IS *DESTROYED*--IN THE SAME WAY THAT *SPIDEY* HAD DEFEATED ITS DOUBLE!

HANDY POWER, TELEKINESIS! I MANAGED TO USE THE SPIDER'S OWN *RAY* AGAINST IT!

BHUMM!

BUT, JUST THEN...

MMMMM

STAY WHERE YOU *ARE,* X-MEN! YOU ARE NOW *PRISONERS*--OF *FACTOR THREE!*

IF YOU *MOVE* --YOU SHALL BE *ANNIHILATED* AT ONCE!

MORE OF THE MECHANICAL SPIDERS--ON ALL *SIDES* OF US!

DON'T *MOVE,* ANY OF YOU! THOSE *HOODED* CHARACTERS UP THERE MEAN BUSINESS, *TOO!*

BESIDES, WE'VE GOT TO LEARN WHAT THEIR *GAME* IS!

WHATEVER IT IS--I'M NOT FOND OF THE *HOUSE RULES!*

ALL ATTEMPT AT FLIGHT IS *USELESS*, X-MEN! YOUR ONLY HOPE OF *SURVIVAL* IS TO CONSENT TO *JOIN* FACTOR THREE IN ITS BATTLE AGAINST THE HUMANS!

YES! OTHERWISE, YOU FORCE US TO *SMASH* YOU--AS WE DEAL WITH *ALL* WHO WOULD OPPOSE US!

WELL, WILL YOU BECOME OUR *ALLIES*? YOU HAVE *TEN SECONDS* TO DECIDE!

AFTER THAT, WE SHALL ORDER OUR *ARACHNOIDS* TO OPEN FIRE ON YOU!

DON'T *TRUST* 'EM, CYKE! THERE'S STILL *ONE* WAY OPEN TO US--DOWN THIS *LEDGE*! I--*UH OH!*

LOOKS LIKE I CROWED A BIT TOO *EARLY!*

SO I *HEAR!* AND, THEY'RE WARMING UP TO *FIRE!*

HANK-- CAN YOU--?

MMMM MMM M

HAVE NO FEAR, MR. SUMMERS--THE BOUNDING *BEAST* SHALL SOON HAVE THE SITUATION WELL IN *HAND*--

--I *HOPE!*

GOOD GOING, BEAST! YOU GOT THEM BOTH WITH *ONE PASS!*

I ALWAYS *KNEW* HIS FEET HAD TO BE GOOD FOR *SOMETHING!*

I CHOOSE TO *IGNORE* THAT SALACIOUS REMARK, YOUNGSTER! MY ASTONISHING ACHIEVEMENT SPEAKS FOR *ITSELF!*

KLOM!!

OF COURSE, THE FACT THAT THOSE ROBOTS WERE STANDING ON *UNEVEN GROUND* DID *HELP* A BIT!

DON'T LOOK NOW--BUT THE *REST* OF THEM AREN'T EVEN *SHOOTING* AT US!

I NOTICED THE *SAME THING*, WARREN! IT COULD BE WE'RE BEING *HERDED ALONG*-- LIKE SO MANY *SHEEP!*

JUST THE SAME--IN CASE WE'RE *WRONG*-- I'LL BLAST THE LEDGE *BEHIND* US, SO THOSE PUG-UGLIES CAN'T *FOLLOW* US ALONG IT!

ZAK!

WE WANT TO *FIND* THE PROFESSOR-- BUT NOT AS HIS *FELLOW PRISONERS!*

WHEW! LOOKS LIKE WE JUST GOT OUT OF THERE IN *TIME!* THAT RAY-BLAST WAS *CLOSE!*

LUCKILY, THE *CURVATURE* OF THE MOUNTAIN PROTECTED US--AND GIVES US A SLIGHT *HEAD START!*

FZAP!

HEY, CYKE-- LOOK AT WHAT WE'RE COMING TO *JUST AHEAD!*

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WE'RE HEADING FOR SOME SORT OF VALLEY!

BUT, IT'S COVERED WITH A LAYER OF FLOATING, WHITE MIST! I DON'T LIKE THE LOOKS OF IT!

NOR DO I, SCOTTY! BUT, WE'VE APPARENTLY NO CHOICE IN THE MATTER!

IT'S EITHER BRAVE THAT FROSTY FOG --OR WAIT FOR OUR TENTACLED PLAYMATES TO CATCH UP!

SECONDS LATER, AS THE COURAGEOUS YOUNG MUTANTS PLUNGE INTO THE ALL-ENSHROUDING MIST...

I-I'M SUDDENLY GETTING VERY TIRED! MUST LIE DOWN--REST--!

WE--ALL FEEL IT-- JEAN! BUT, DON'T GIVE IN--!

THE FOG MUST CONTAIN SOME SORT OF GAS-- PUTTING THEM TO SLEEP!

GOT TO FLY DOWN INTO THE MIST-- AND PULL THEM OUT!

HANG ON, GROUP! I'LL GET YOU OUT --SOMEHOW!

NO, ANGEL-- STAY BACK! YOU'LL-- FALL PREY TO IT--TOO...

IT'S...GETTING THICKER! WE MUST HAVE RUN PELL-MELL-- INTO SOME-- FACTOR THREE TRAP!

CAN'T--GO ON-- ANY FURTHER! GOT TO--REST...

ANGEL--YOU'RE OUR... ONLY CHANCE! FLY OUT OF HERE--BEFORE IT'S-- TOO LATE...

IT'S--ALREADY TOO LATE! I'M-- TOO TIRED EVEN-- TO FLAP MY WINGS--!

IT LOOKS AS IF --FACTOR THREE HAS--WON...

ONE BY ONE, THE DESPERATE TEENAGERS SUCCUMB TO THE NUMBING EFFECTS OF THE GHOSTLY-WHITE MIST--UNTIL ONLY CYCLOPS REMAINS AWAKE...

NO! IT CAN'T--IT MUST NOT HAPPEN! IF WE FALL...ALL HUMAN LIFE MAY BE DOOMED!

BUT, THERE'S-- NO WAY TO--FIGHT BACK! NOTHING TO STRIKE OUT AGAINST! I--;UNNHHH--!;

AND, WITH THESE WORDS, THE RAY-BLASTING EYES OF CYCLOPS CLOSE--DEFEATED BY AN ENEMY THEY CANNOT SEE OR TOUCH! THEN, A MINUTE--OR AN ETERNITY--LATER...

HAH! THIS IS THE SIGHT I HAVE LONG CRAVED TO SEE! NOW, MORE THAN EVER, I AM GLAD THAT WE JOINED FACTOR THREE--TO SEE THE END OF THE ONCE-MIGHTY X-MEN!

WHO--? THAT VOICE--IT'S SO FAMILIAR....!

AND WELL MIGHT IT BE, FOOL! LOOK UP--AND KNOW THE TRUE MEANING OF FEAR!

THEN, AS THE REST OF THE DAZED QUINTET OPEN THEIR EYES, THEY SUDDENLY BEHOLD A FANTASTIC, HEART-STOPPING *SIGHT*--HEAR SINISTER VOICES WHICH THEY HAVE LONG BELIEVED THEY WOULD NEVER HEAR *AGAIN*--!

YOU SEEM *SURPRISED*, X-MEN! DO YOU NOT REMEMBER THE INCREDIBLE *VANISHER*?

I CAN TELL BY THE *LOOKS* ON THEIR FACES THAT THEY HAVEN'T FORGOTTEN *ME*--THE MOST INVINCIBLE MUTANT OF *ALL*--*UNUS THE UNTOUCHABLE!*

VANISHER--*UNUS*--AND THE *BLOB*--EVEN THE *MASTERMIND!!**

IMAGES OF FOUR OF OUR GREATEST *FOES*--LOOKING DOWN ON US AS IF THEY'RE SITTING IN *JUDGMENT!*

BUT, UNUS AND THE BLOB ARE IN HIDING IN *AMERICA*--AND THE OTHER TWO WERE *STRIPPED* OF THEIR MUTANT POWERS!

THEN, *THEY* MUST BE THE BIG CHEESES BEHIND *FACTOR THREE!* AFTER ALL THIS TIME--WE FINALLY *KNOW!*

WELL, WE'VE TAKEN ON THOSE CREEPS *BEFORE*, AND--*HEY!* WHO'S THE GUY COMIN' AT US FROM OUTTA THE *WALL?*

IT HAS ALMOST BEEN *WORTH* THE LONG HOURS OF HIDING--OF HOLDING BACK FROM ANY MERE ATTEMPTS AT *PERSONAL REVENGE*--TO SEE YOU YOUNG FOOLS *HELPLESS* BEFORE US!

HELPLESS? THEY MUST BE TELLING THE *TRUTH!* I CAN SENSE SOME *INVISIBLE POWER*--KEEPING US FROM LEAVING THE STRANGE, GLOWING *CIRCLE* WE'RE ON!

*SURELY *YOU* REMEMBER THE ABOVE COLORFUL QUARTET OF VILLAINS--ALL INTRODUCED IN THE FIRST TEN ISSUES OF *X-MEN!*
--SENTIMENTAL STAN.

THERE'S SOME COSTUMED CHARACTER STANDING ON THAT *PLATFORM* THAT'S APPROACHING US--BUT I'VE NEVER *SEEN* HIM BEFORE! COULD HE BE THE *HEAD* OF FACTOR THREE?

YET--THERE'S *ANOTHER* FIGURE ABOVE--SHROUDED IN *BLACKNESS?* WHAT'S *HIS* PART IN THIS GRIM CHARADE?

OKAY, MISTER--IT'S *YOUR PLAY!* SUPPOSE YOU START OUT BY TELLING US WHAT YOU'VE DONE TO *PROFESSOR XAVIER*--AND THE *BANSHEE!*

YOU ARE SCARCELY IN A POSITION TO BE GIVING *ORDERS,* CYCLOPS!

BUT, WE SHALL *FORGIVE* YOUR UNSEEMLY ARROGANCE--FOR THE *PRESENT!*

STILL, STAND *WARNED*--YOU ARE IN A *COURT OF LAW,* AND ANYTHING WHICH YOU SAY MAY BE HELD *AGAINST* YOU!

WHAT? THAT REFUGEE FROM A *PERRY MASON RE-RUN* ACTS AS IF--WE'RE DEFENDANTS IN SOME KIND OF *TRIAL!*

IF THE LESS-THAN OVERJOYOUS *BEAST* MAY HAZARD AN OPINION, LAD--I'M BEGINNING TO SUSPECT THAT THAT IS PRECISELY WHAT WE *ARE!*

VERY ***ASTUTE***, BEAST! YOU ARE INDEED ON TRIAL--FOR YOUR VERY ***LIVES!*** AND I, WHO AM CALLED THE ***CHANGELING***, AM YOUR ***PROSECUTOR!***

IN THE BEST TRADITIONS OF WESTERN JURISPRUDENCE, YOU SHALL RECEIVE A ***FAIR TRIAL***, WITH ALL EVIDENCE DULY ***WEIGHED***--

AND THEN--YOU SHALL BE ***DESTROYED!***

YOUR SINGULAR LACK OF ***TACT***, SON, IS MATCHED ONLY BY YOUR APPARENT AFFINITY FOR TIME-WORN ***WITTICISMS!***

MAYBE SO, BEAST--BUT I DON'T SEE ANY OF US ***LAUGHIN'!***

BUT, OF WHAT ARE WE ***ACCUSED***, CHANGELING?

ALSO, ARE YOU THE REAL ***LEADER*** OF FACTOR THREE --OR JUST HIS ***HIRED STOOGE?***

THAT TAUNT OUGHT TO GET ***SOME*** RESPONSE --MAYBE MAKE HIM REVEAL WHAT HIS ***MUTANT POWER*** IS!

I AM NO MERE ***STOOGE***, FOOL! I AM ***SECOND IN COMMAND*** OF FACTOR THREE--PRECEDED ONLY BY...THE ***MUTANT-MASTER!!***

THE ***MUTANT-MASTER***? WHO--OR WHAT--IS ***HE?***

WAIT! THAT OVERHEAD GRID OF ***LIGHTS*** IS STARTING TO GLOW--REVEALING A HUGE ***FIGURE*** ABOVE--!

YOU WISHED TO KNOW ***WHY*** YOU ARE ON TRIAL, X-MEN! THEREFORE, I, THE ***MUTANT-MASTER***, SHALL NOW ***TELL*** YOU!

YOU ARE ACCUSED OF ***BETRAYING*** THE CAUSE OF YOUR FELLOW MUTANTS--BY ACTING AS THE FRIENDS OF THE ***HOMO SAPIENS!***

FOR THAT, YOU MUST ***DIE!***

YOU ARE ***HONORED***, MY YOUNG FRIENDS! ***FEW*** MORTALS ARE PRIVILEGED TO HEAR EVEN SO ***FEW*** WORDS FROM THE MASTER!

BUT, WE HAVE WASTED ***ENOUGH*** TIME!

THEN, AS A ***SINGLE MAGE*** MOMENTARILY REPLACES THOSE OF THE X-MEN'S FOUR FORMER ENEMIES...

BEHOLD THE TWO HELPLESS ***PAWNS*** WHO LURED YOU HERE--

ONCE, THEY MIGHT HAVE BEEN OUR MOST VALUED ***ALLIES!*** BUT NOW, THEY ARE AS DOOMED AS ***YOU!***

PROFESSOR XAVIER--AND THE ***BANSHEE!!***

THEY BOTH SEEM TO BE ***ALIVE!*** THANK ***HEAVEN!***

THAT DOES NONE OF US MUCH ***GOOD***, JEAN--WHILE WE'RE POWERLESS INSIDE THIS ***INVISIBLE CAGE!***

WISELY SPOKEN, CYCLOPS! NOW, TO BRING BACK THE VISAGES OF THOSE WHO ARE BOTH ***WITNESSES*** AND ***JURY***--

THEN, LET THE TRIAL ***BEGIN!!***

AND, EVEN AS DARKNESS FALLS OVER THE REST OF THE GLOOMY CHAMBER, THE FACE OF THE *VANISHER* APPEARS--TWISTED AND CONTORTED WITH BESTIAL *HATRED*...

IT IS ONLY FITTING THAT *I* SHOULD BE THE FIRST HERE TO SPEAK OF YOUR RASH *FOLLY!*

FOR, IT WAS I WHOM YOU FIRST *BATTLED*, AFTER YOUR INITIAL ENCOUNTER WITH *MAGNETO!*

NEXT, BEFORE THE X-MEN'S STARTLED EYES, THE SIGHTS AND SOUNDS OF *DAYS PAST* APPEAR ON THE VIEW-SCREEN...

I'LL GET THAT VITAL BRIEF-CASE AWAY FROM HIM WITH MY *POWER BEAM!*

Y-*YOU* ARE MUTANTS *TOO*-- JUST AS *I* AM!

AGAIN AND AGAIN, I USED MY MUTANT POWER OF *SELF-TELEPORTATION* TO ESCAPE FROM YOUR GRASP--BUT, YOU CONTINUED TO SIDE WITH THE *HUMANS*, AGAINST YOUR *OWN KIND!*

SUPPOSE WE TAKE A TRIP *UPSTAIRS*, BUSTER!

FOOL! HEIGHT DOES NOT BOTHER *ME!*

BUT, IT WAS *YOU*--AND YOUR ACCURSED *PROFESSOR*--WHO ROBBED ME OF MY *MEMORY* FOR SO LONG! THUS, I ACCUSE YOU OF *TREASON* AGAINST THE RACE OF *HOMO SUPERIOR!*

THEN, ABRUPTLY, A *SECOND* SINISTER VOICE RINGS OUT FROM THE GLOWING SCREEN...

THAT'S *ENOUGH*, VANISHER! WE DON'T HAVE TO SPEND ALL *DAY* ON THIS TRIAL!

YOU'VE *HAD* YOUR TIME AT BAT! NOW, IT'S THE TURN OF... *UNUS THE UNTOUCHABLE!*

YES, YOU YOUNG FREAKS! *UNUS*--WHOSE PROTECTIVE *ENERGY FIELD* MADE ME THE SCOURGE OF THE WEAK-LING HUMANS--UNTIL THE *BEAST* GAVE ME A DOSE OF A *BOOSTER RAY!*

BELIEVE IT OR NOT, UNUS--THIS LITTLE INSTRUMENT IS DESIGNED TO *INCREASE* YOUR POWER--A *HUNDREDFOLD!*

BUT, I SOON LEARNED YOU HAD *TRICKED* ME--THAT NOW I COULD TOUCH *NOTHING*, NOT EVEN *FOOD*--SO THAT I HAD NO CHOICE BUT TO *SURRENDER!*

IT'S *INCREDIBLE!* THEY'RE SHOWING US MENTAL IMAGES OF THEIR DEFEATS-- AS *EVIDENCE* THAT WE SHOULD BE *EXECUTED!*

THE FOLLOWING MOMENT, AS UNUS FINISHES HIS ANGRY SPEECH, A *THIRD* VOICE IS HEARD--A VOICE WHICH SEETHES WITH MASSIVE *MENACE*...

I DON'T CARE WHAT YOU DID TO THE *REST* OF THESE CREEPS, X-MEN--BUT, YOU'RE GONNA BE SORRY YOU EVER TANGLED WITH...

...*THE BLOB!*

AW, WHY DON'TCHA GO BACK TO THE *CARNIVAL* WHERE YOU BELONG, CHUBBY?

YOUR BRAVADO WON'T DO YOU ANY *GOOD*, ICEMAN! I'VE GOT A LITTLE *SCORE* TO SETTLE WITH YOU DO-GOODERS--AND I ALWAYS PAY MY *DEBTS!*

=OOOFF!=

DESPITE YOUR SUPERIOR *STRENGTH*, FRIEND, YOU'RE SOMEWHAT LESS THAN *AGILE!*

IN FACT, I OWE YOU MORE THAN ANYBODY *HERE*-- BECAUSE YOU MANAGED TO BEAT ME *THREE TIMES!* BUT, THE FINAL VICTORY IS GONNA BE *MINE*--

AND, THAT'D BE ENOUGH TO MAKE ME GLAD I JOINED *FACTOR THREE*-- EVEN IF IT WASN'T ALSO GONNA MAKE US *RULERS OF THE WORLD!*

THE NEXT VOICE--THE *LAST* OF THE QUARTET OF ACCUSERS WHOSE IMAGES LOOK OUT VINDICTIVELY ON THE IMPRISONED TEENAGERS--IS POSSIBLY THE MOST SURPRISING OF *ALL*...

HAH! YOU NEVER AGAIN EXPECTED TO SEE THE *MASTERMIND*, I'M SURE!

IT WAS NOT ACTUALLY *YOU* --BUT THE INFERNAL *STRANGER FROM SPACE* --WHO DEFEATED ME, BY TURNING ME INTO *STONE!*

BUT, HIS SPELL WAS NOT A *PERMANENT* ONE-- AND, WHEN I REVIVED, I QUICKLY SOUGHT OUT *OTHER* EVIL MUTANTS LIKE MYSELF!

AND, I *FOUND* THEM--IN THE GROUP CALLED *FACTOR THREE!* BUT, NOTHING COULD EVER ERASE THE MEMORY OF THE *INDIGNITIES* I SUFFERED AT YOUR HANDS!

THE ONLY WAY TO OVERCOME YOUR *ILLUSION-CREATING* POWER, MASTER-MIND--

--IS TO USE MY OWN POWERS DIRECTLY ON *YOU!*

=UNNHHH!=

THE *BLOB* SAYS HE FACED YOU ACCURSED BRATS THREE TIMES --BUT, I FOUGHT YOU AGAIN AND AGAIN--AS ONE OF MAGNETO'S DREAD *BROTHERHOOD OF EVIL MUTANTS!*

ALWAYS WE CAME CLOSE TO *VICTORY*-- YET WERE ALWAYS *DEFEATED!*

BUT, NOW I CAN *AVENGE* ALL THOSE DEFEATS--BY VOTING FOR YOUR *DESTRUCTION* --AND FOR THAT OF YOUR PRECIOUS *PROFESSOR X!*

THEN, RESOUNDING BETWEEN THE STARK WALLS OF THE GRIM, GREY CHAMBER, A FOUR-VOICED CRY RINGS OUT--"*GUILTY! GUILTY! GUILTY!*"

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THEN, WITH THAT HARSH, RESOUNDING CRY, THE GIANT VIEWSCREEN GOES *BLANK*--AND THE MYSTERIOUS MUTANT CALLED THE *CHANGELING* SPEAKS ONCE MORE...

YOU HAVE BEEN FOUND *GUILTY* BY A JURY COMPOSED OF YOUR FELLOW MUTANTS--GUILTY OF THE CRIME OF BETRAYING THE CAUSE OF *HOMO SUPERIOR!*

FOR THIS CRIME, I--AS THE *PROSECUTOR* --ASK THAT YOU BE GIVEN THE *MAXIMUM* PENALTY--THAT OF *DEATH!*

BOY! TALK ABOUT *KANGAROO COURTS!*

WE WERE TRIED--AND *CONDEMNED*--WITHOUT BEING ALLOWED TO SAY A *WORD!*

IF ONLY THIS *INVISIBLE SPHERE* DIDN'T SURROUND US--HOLD US *BACK*--!

SILENCE, X-MEN! HEAR NOW THE VERDICT OF HIM WHO IS YOUR *JUDGE* --THE *MUTANT-MASTER!*

BEFORE I PRONOUNCE MY ULTIMATE *VERDICT* UPON YOU, IT PLEASES ME TO TELL YOU HOW *FACTOR THREE* INTENDS TO ACHIEVE COMPLETE *DOMINATION* OF THE WORLD!

TOO LONG HAS THE INFERIOR SPECIES CALLED *HOMO SAPIENS* HELD SWAY ON THIS PLANET! NOW, THE TIME HAS COME FOR THE *MUTANTS* OF THE WORLD TO RULE!

"BUT, BEFORE THIS MAY BE ACCOMPLISHED, FIRST THERE MUST BE A TOTAL *DESTRUCTION* OF THE POWER OF THE HUMAN RACE TO *RESIST*--"

"--A DESTRUCTION ACHIEVED BY MEANS OF THEIR *OWN* MIGHTIEST WEAPON --THE *HYDROGEN BOMB!*"

"YET, ATOMIC WEAPONS ALONE ARE *NOT ENOUGH* TO COMPLETELY HUMBLE THE ACCURSED HUMANS! THERE MUST BE *WORLD-WIDE WAR*--WAR SUCH AS THIS PLANET HAS NEVER *SEEN!*"

"AND, WE SHALL *ACCOMPLISH* THIS HOLOCAUST BY THE SIMPLEST OF MEANS..."

"SOON, AT A TOP-LEVEL MEETING OF *IRON-CURTAIN OFFICIALS*, AN *EXPLOSION* SHALL OCCUR--A FATAL BLAST THAT SHALL BE BLAMED UPON THE *UNITED STATES...*"

"AT ALMOST THE SAME TIME, THE *AIR FILTRATION SYSTEM* OF AN AMERICAN ICBM BASE WILL CARRY A POTENT *PARALYTIC GAS* TO EVERY MAN THERE..."

"WITH THE BASE'S PERSONNEL REDUCED TO ABJECT HELPLESSNESS, MY *MUTANT FOLLOWERS* SHALL UNLEASH A DEADLY RAIN OF *ATOMIC MISSILES*--AIMED AT THE HEART OF THE *IRON CURTAIN*..."

"--AND, IN THAT MOMENT, *WORLD WAR THREE* SHALL HAVE BEGUN--AND THE HUMAN RACE SHALL BE *DOOMED!!*"

AND, IN THE *CARNAGE* THAT REMAINS, WE--THE *THIRD FACTOR* BETWEEN EAST AND WEST--SHALL *SEIZE POWER!*

THAT IS OUR *DESTINY*--A DESTINY WHICH YOU, BECAUSE OF YOUR TREASON, CANNOT *SHARE!*

THUS, I SENTENCE YOU TO *UTTER OBLIVION*--AND INSTRUCT THE *CHANGELING* TO CARRY OUT MY SENTENCE!

IT SHALL BE DONE, SIRE!

NO! YOU CAN'T DESTROY ALL HUMANS--JUST BECAUSE OF THEIR *MISTRUST* OF MUTANTS!

ZAPT!

-:UNNHHH!:-

THIS *STUN CHARGE* WILL QUIET YOUR INFERNAL OUTCRIES, FOOLS--

--SO THAT YOUR SENTENCE MAY BE *CARRIED OUT*--BY THE *OBLIVIO-RAY!*

A SHORT TIME LATER, THE FIVE CAPTIVE TEENAGERS *AWAKEN*--TO FIND THEMSELVES STRAPPED TO A WEIRD, AWESOME *APPARATUS*...

I'M NOT *SURE*--BUT I'LL BET THIS GADGET WASN'T DESIGNED TO SET OUR *HAIR!*

THIS, CONDEMNED ONES, IS THE *OBLIVIO-RAY*--THE INVENTION OF THE *MUTANT-MASTER*, THE GREATEST HOMO SUPERIOR MIND OF *ALL!*

IT IS DESIGNED TO SAP YOUR VERY *WILLS*--SO THAT YOU WILL OBEY MY EVERY *COMMAND!*

YOURS WILL BE A *LIFE-IN-DEATH*--A FATE MORE FITTING THAN ANY *OTHER* TO MUTANTS WHO BETRAYED THEIR KIND!

THEN, AS THE VOICE *FADES AWAY*, OMINOUSLY...

THEY MUST HAVE *GONE*--TO CARRY OUT THEIR PLAN TO *DESTROY* MOST OF THE HUMAN RACE!

JEAN--IF YOU COULD JUST USE YOUR *TELEKINESIS* --TO OPEN MY *VISOR*--!

I--I'M *TRYING*, SCOTT! BUT, THE DEVICE OVER YOUR HEAD MUST BE--*TOO TIGHT*--!

THEN, THERE'S NO WAY WE CAN *ESCAPE*--UNLESS--

BOBBY--USE YOUR POWER TO FORM SEVERAL *ICICLES* WITH YOUR FINGERTIPS! *HURRY!*

HUH? SURE, SCOTT...

BUT, I DON'T SEE--

NO TIME TO *EXPLAIN* NOW! JEAN--LEVITATE THE ICICLES ABOVE THE MACHINE THAT *HOLDS* US!

WILL DO!

HOPE I CAN *DIRECT* THEM ACCURATELY FROM THIS ANGLE--!

*MOMENTS LATER, AS THEY ARE SUSPENDED ABOVE THE HUMMING MACHINE, THE ROOM TEMPERATURE BEGINS TO *MELT* THE PIECES OF ICE...*

I THINK I SEE SCOTT'S *PLAN!* IF ONLY IT WORKS...

THEN, SUDDENLY...

YOU WERE *RIGHT,* SCOTT! THE DRIPPING WATER IS *SHORT-CIRCUITING* THE OBLIVIO-RAY!

SNAP!

KRAK!

*THE NEXT MOMENT, THE HUMMING *STOPS DEAD*--AND THE BONDS WHICH HELD THE X-MEN SPRING OFF AUTOMATICALLY...*

WE WERE *LUCKY!* I COULD ONLY *GUESS* THAT WATER WOULD SHORT-CIRCUIT THE DELICATE BRAIN-WASHING APPARATUS THAT WAY!

YES, WE *WERE* LUCKY--LUCKY TO HAVE A *LEADER* WHO NEVER *PANICS!*

WELL, THERE'LL BE PLENTY OF TIME FOR SELF-CONGRATULATIONS *LATER*--

RIGHT NOW, SEE IF YOU CAN GET THIS *METAL BAND* OFF MY HEAD--SO WE CAN HAVE A *SHOWDOWN* WITH FACTOR THREE!

IT'LL JUST TAKE A *SECOND* TO--

=*OHHH!*=

WHAT'S *WRONG,* JEAN? WHAT *IS* IT??

SOME SORT OF *ROBOT* HEADING OUR WAY--IT MUST HAVE BEEN SENT TO *GUARD* US!

I WOULD VENTURE TO SAY THAT IT LOOKED *HOSTILE* --IF IT HAD A *FACE!*

GET READY TO *MOVE,* GROUP!

=*YEESH!*= TRUER WORDS WERE NEVER *SPOKEN,* BEAST!

HE'S A COMBINATION *MACHINE-GUNNER* AND *FLAME-THROWER*--A TRULY FORMIDABLE ADVERSARY!

BRATTA BRATTA

WHAT IN--?

FWOOOSH!

MUST GET SCOTT OUT OF *HARM'S WAY!* IF ANY-THING *HAPPENED* TO HIM--!

MEANWHILE, THE HIGH-FLYING *ANGEL* TAKES ACTION ON HIS OWN...

UP HERE, YOU BULLET-TOSSING TIN CAN! WATCH THE *BIRDIE!*

RATTA-RAT

GOT TO KEEP HIM FROM FIRING AT THE OTHERS TILL THEY CAN *COUNTER-ATTACK!*

BUT, THE AIRBORNE MUTANT DOESN'T HAVE TO WAIT FOR *LONG*...

LOOKS LIKE IT'S MY DAY FOR PLAYIN' *JUNIOR HERO!*

I'LL PUT THE ICE-COLD *KIBOSH* ON THAT BOZO'S FLAME-THROWER!

AN ADMIRABLE GESTURE, LAD!

NOW, THE BOUNDING *BEAST* WILL ENTER THE FRANTIC FRAY!

THIS DAINTY DEVICE WOULD APPEAR TO BE OUR LITTLE FRIEND'S SUBSTITUTE FOR *VISION!*

SO, IF I MAY COIN YET ANOTHER CAPRICIOUS CLICHE--HERE'S *MUD* IN YOUR EYE!

KKAK!

YOU *DID* IT, HANK! HE'S *FLYING BLIND!*

AND, NOW THAT I FINALLY GOT MY *HEAD* FREE, IT'S TIME FOR *CYCLOPS* TO DO HIS PART!

GO, LEADER-MAN--*GO!!*

FRAP!

POKKETTA

POKKET

YOUR BLAST DAMAGED HIS *SENSORY MECHANISMS!* HE'S RUNNING WILD--LIKE A RAMPAGING *TIGER!*

BUT, A TIGER WHO CAN'T SEE WHERE HE'S *GOING*, JEAN, GAL!

IN FACT, HE'S WANDERING OFF IN THE *OPPOSITE DIRECTION!*

HE POSES NO MORE THREAT TO US! IT'S THE *MUTANT-MASTER* WE'VE GOT TO FIND NOW--*FAST!*

SECONDS LATER, AS THE DETERMINED TEENAGERS SWIFTLY LOCATE THE CHAMBER IN WHICH THEIR *MOCK-TRIAL* WAS HELD...

WE WERE TOO SLOW! BOTH HE AND THE *CHANGELING* HAVE FLOWN THE COOP!

YET, IF WE *DON'T* FIND 'EM, MANKIND IS *DOOMED!*

CORRECT, X-MEN! MANKIND IS *INEVITABLY* DOOMED--NO MATTER *WHAT* YOU DO!

IT'S THE VOICE OF THE *MUTANT-MASTER*--TAUNTING US--

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WHY SHOULD I *NOT* TAUNT YOU, FOOLS? IN SOME WAY, YOU MANAGED TO ESCAPE THE *OBLIVIO-RAY*-- BUT, YOU ARE STILL *HELPLESS* TO SAVE THE INFERIOR HUMANS YOU ARE SWORN TO *PROTECT*!

WITHIN THE HOUR, AN *EXPLOSION* AND A BRACE OF *RUNAWAY MISSILES* SHALL SIGNAL THE END OF HUMANITY--AND THE COMING TO POWER OF THE *EVIL MUTANTS*!

AND, I SHALL RULE THE *MUTANTS*!!

THEN--WE'RE *TOO LATE*! WE CAN'T POSSIBLY OVERTAKE FACTOR THREE'S AGENTS BEFORE--

NO--IT CAN'T BE! WE MUST *STOP* THEM-- SOMEHOW-- SOME WAY--!!

BUT *HOW*?? WE'RE ENTRAPPED INSIDE THE ENEMY'S VERY *FORTRESS*--AND, THERE'S SO LITTLE TIME--SO LITTLE *TIME*--!!

NEXT ISH:

"ONE MINUTE TO DOOMSDAY!"